

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DIVISION OF VIRGINIA  
RICHMOND DIVISION

In re:

Chapter 11

Greenbrier Hotel Corporation, et al.,

Case No. 09-31701 (KRH)

Debtors.

Jointly Administered

**DECLARATION IN SUPPORT OF EMPLOYMENT OF H. TONEY STROUD  
AS A PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, H. Toney Stroud, declare that :

1. I am a member of the firm of Steptoe & Johnson PLLC (the "Firm"), which has been employed by the debtors in possession in the above-captioned cases (the "Debtors") in the ordinary course of their business. The Debtors wish to retain the Firm to continue providing such ordinary-course services during their chapter 11 cases. This Declaration is submitted in compliance with the Order Granting Motion of the Debtors Pursuant to Bankruptcy Code Sections 105(a), 327, 330 and 331 Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business (the "OCB Professionals Order").
2. The Firm was provided with a list of interested parties, a copy of which is annexed hereto as "Exhibit I" and conducted a search of Firm's records for the names identified thereon. Based on that search, neither I, the Firm, nor any member, counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party interest herein.

3. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the engagement for which we are to be retained.
4. This firm will provide defense in the area of workers' compensation litigation as well as general counseling associated with workers' compensation issues and regulatory matters before the West Virginia Offices of the Insurance Commissioner.
5. This Firm and certain of its members, counsel and associates may have in the past represented, currently represent and may in the future represent entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases. None of those past or current representations are material. This Firm will be in a position to identify with specificity all such persons or entities when lists of all creditors of the Debtors have been prepared and will make any further disclosures as may be appropriate at that time. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases directly to the Debtors, in accordance with the OCB Professionals Order, which such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The principal attorneys or other professionals designated to represent the Debtors and their current standard rates, are:

6.	H. Toney Stroud	\$120.00
	Douglas G. Lee	\$120.00
	Erica Stucky	\$120.00
	Ed Oxley	\$60.00
	Paul Thomas	\$60.00
	Cindy Butler	\$60.00


7. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard rates for work of this nature.

The rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and other professionals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, copier charges, postage, facsimile transmission, long distance telephone charges, computer research, automobile travel, in-house carriers, and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

8. Except as provided in the OCB Professionals Order, no representations or promises have been received by the Firm, nor by any member, counsel or associate hereof, as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with this chapter 11 case.

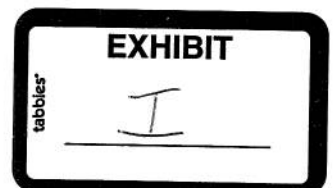
I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on May 8, 2009 in Charleston, West Virginia.

  
H. Toney Stroud [WV Bar Id # 7800]  
Steptoe & Johnson PLLC  
P. O. Box 1588  
Charleston, WV 25326-1588  
(304) 353-8000

**Project Traveler**  
**Conflict Check Parties**

Name
Andrews, Christopher R.
Eliasson, Frederick J.
Gordon, Michael
Gulin, Rosemary J.
Harris, Robert J.
McGovern, Michael P.
Afton Senior Management
Agilysys NV, Inc
American Academy Of Family Physicians
American Bankers Association
American Bar Endowment
American College Of Surgeons - Wv Chapter
American Hospital Association
American Junior Golf Association
American Ophthalmological Society
American Society For Surgery Of The Hand
American Society Of Composers, Authors And Publishers
Angelo Ingrati
Appalachian Hardwood Manufactures Association
Appalachian Regional Healthcare
Armed Forces Benefit Association
Arnold L. Wickline, Katherine M. Wickline
Ashland Inc.
Ashville Orthopedic Forum
Association Of General Counsel
Automotive Trade Association Executives
Banchmark Hospitality, International
Barry Garfinkel'S 80Th Birthday Celebration
Baxter & Company, Inc.
Boston Private Bank & Trust Company
Brian And Lori Wood
Carolinas Agc Architect-Contractors
CCBCC Operations, LLC
Cellco Partnership
Chevy Profit Council Group
Clarke Family LTD. Partnership
Cleveland Roamers
Cleveland_Cliffs, Inc.
Colas, Inc.
Collier Reunion
Committee of 100 US Chamber of Commerce
Communication Workers of America
Community Bankers Association of Alabama
ConferenceDirect LLC
Contractors Association of WV
Crop Life
CSX Corporation
CSX IP, Inc.



Cynthia Napier  
D&D Communications Group, LLC  
Daniel and May Foley  
Daniel F. and Marilyn S. Evans  
David Green Organization (DGO)  
Dorothy Draper & Company, LLC  
DPS Club Management Company, LLC  
DPS Development Company, LLC  
DRI - The Voice of the Defense Bar  
Eastern Medicaid Pharmacy  
Edward B. Walker  
Electrical Equipment Representatives Association  
Employers Mutual Casualty Company  
Episcopal Diocese of WV  
Equator Estate Coffees & Teas, Inc.  
Eyre Tour & Travel  
F & M Trust/Go Club  
First Horizon Merchant Systems, Inc.  
Fortune Practice Management Inc.  
Fourth Circuit Judicial Conference  
Frederic Monti  
Gary and Gina Ward  
General Federation of Women's Clubs - WV Chapter  
Georgia Senior Golfers Association  
Gillespie's  
Golden Key Solutions  
Grandin Hood Publishers  
Greenbrier Golf and Tennis Club Corporation  
HCS Group  
Healthcare Distribution Management Association  
Heath & Company Hospitality Advisors  
HERE Local 863  
Highland Cellular, Inc.  
Highland Towers, Inc.  
Hinton and Grusich, Inc.  
Hobbs & Lybrook 10th Anniversary  
Howard Creek LLC  
Hunter Amenities International Ltd.  
Independent Oil and Gas Association of WV  
International Alliance of Theatrical State Employees & Moving Picture Machine Operators  
International Brotherhood of Electrical Workers  
International Junior Golf Tournament  
International Management Assistance Corporation  
International Union of Painters and Allied Trades  
James and Brooke Bunn  
James and Sandra Strickland  
Jeffress Memorial Trust  
John and Laura Ulmer  
John Tudor  
Jox Stox LLC  
Joy Tour & Travel  
Kathy Shelton

Kentucky Association of Highway Contractors  
Kimberly Family Celebration  
King Coal Club  
Knoxville Tours  
Kramer GSC Properties, LLC  
L. Andrew Koman and Leigh Koman  
Lee Robinson  
Lincoln Mercury Dealers Advertising Fund, Cincinnati LMDA Group  
Links Choice of Virginia  
Louisiana Automobile Dealers Association  
M. Deborah Williams  
Maintenance Workers Local 1182  
Markley 50th Anniversary Celebration  
Material Handling Industry  
Matthew Stewart  
McFarlane Hospitality Recruiters  
Meadow View Farms  
Metals Service Center Institute  
Mid-America Tours  
Mid-Atlantic Regional Council of Carpenters  
Monte Hansen  
Moomau Briney Wedding  
Mr. & Mrs. Leidal's 50th Wedding Anniversary  
NADA  
National Association of Guardsmen (Boston Chapter)  
National Chicken Council  
National Electrical Contractors Association  
New York State Bar Association  
Newmarket International, Inc.  
North Carolina Society of Plastic Surgeons  
North Carolina Surgical Association  
Northeast/Southeast Caterpillar Dealers Association  
Northwest Anesthesia Seminars, Inc.  
O.C. Tanner  
O'Donnell Family Gathering  
Ohio State Bar Association  
Ohio Travel Treasures  
Outdoor Power Equipment Institute  
Owens Corning Sales, LLC  
Passero Adams, Inc.  
Paterakis 80th Birthday  
Patricia Fry  
Peck-Dull Wedding  
Pennsylvania Association of Mutual Insurance Companies  
Piedmont Orthopedic Society  
Preferred Hotels and Resorts  
Pride International  
Qubica AMF  
Rader Aviation  
Rob Plesh  
Robert S. Conte  
Roger and Carole Kenny

Sam Snead Golf, Inc  
Security Union  
Senior Golfers of America  
Shenandoah Tours  
Shockey Tours  
Snake River Sporting Club, Inc.  
Society of International Business Fellows  
Sonshine Tours  
South Central Section American Urological Association  
Southeastern Angiographic Society  
Southeastern Society for Pediatric Dentistry  
Southern Association of Workers Compensation Administration  
Southern Seniors Golf Association  
SSA Global Technologies, Inc.  
State Farm Insurance  
Sterne Agee & Leach Inc.  
STUDIO 40, INC.  
Sunshine Tours  
The 55 Golf Association  
The Baltimore and Ohio Railroad Company  
The Chesapeake and Ohio Railway Company  
The Church Pension Fund Meeting  
The Council of Labor Unions  
The Covey - Plymale Wedding  
The Falconry & Raptor Education Foundation  
The Federal Circuit Bar Association  
The Frank Gates Service Company  
The Hawkins - Vaughan Wedding  
The Lambert - Pattisall Wedding  
The Marino - Zenek Wedding  
The McComas-McGill Wedding  
The Mockovitz - Somerville Wedding  
The Pottery at The Greenbrier  
The Pritchard - Chumley Wedding  
The Selby - Fox Wedding  
The Spahr - Lowery Wedding  
The Thomas S. Watson Supporting Foundation  
The Thomas\_Stephens Wedding  
The Turks and Caicos Sporting Club at Ambergris Cay Community Association, Ltd.  
The USTA & WVU Club Tennis  
The Very Thing  
The Virginias Senior Golf Association  
Thomas S. Watson  
ThyssenKrupp Elevator  
Toby Tours/Retail  
Tom Horton  
Tony Cammarota  
Top of the Line Tours  
Town of White Sulphur Springs  
TravelCLICK Interactive, Inc.  
Trish McEvoy Ltd.  
Tucker's Point Golf, Beach and Tennis Club Ltd.

United Association of Journeymen, Plumbers and Pipefitters and Apprentices  
United States Senior Women's Golf Association  
University of Michigan Dental School  
US Cellular  
US Tours  
Vascular Surgery Symposium  
Virginia Asphalt Association  
Virginia Association of Orthodontists  
Vranceanu-Adkins Wedding  
Warther Museum Tours  
WCN Properties, LP  
Welcher Wedding  
West Virginia Bankers Association  
West Virginia Coal Association  
West Virginia Dermatology Society  
West Virginia Homebuilders Assoc.  
West Virginia Hospital Association  
West Virginia PCS Alliance, LLC  
West Virginia Power  
West Virginia Veterinary Medical Association  
Whitman Exterminating Company  
Whitney National Bank  
Williams & Connolly, LLP  
WV Association of Nurse Anesthetists  
WV Bankers Association  
WV Dental Association  
WV Hospital Association  
WV Life & Health Guaranty Association  
WV Society of CPA's  
WV Wholesalers Association  
Yesawich, Pepperdine, Brown & Russell  
2009 Chairmans Club Trip  
4 Seasons Tours  
A & I Tours  
A.T. Massey Coal Company, Inc.  
AAA South Central Ohio  
All American Wildcatters  
Altec Industries  
American Travel  
Barbara Rice Tours  
Birmingham Tours  
Bob Neff Tours  
Bollinger Insurance  
Brickstreet Insurance Company  
BSCI Tours  
Centenary Methodist Church  
Church Pension Fund Meeting  
Cincinnati LMDA Group 2009  
Cliffs Natural Resources  
Clipay  
College of American Pathologists  
Continental Land & Fur Co., Inc.



Conway Tours  
Countryside Tours  
Covington and Burling  
D&D Communications Retail Retreat  
Daniel's Discovery Tours  
Discovery Tours  
Dominion Resources Services, Inc.  
Eaton Corporation  
EMC Insurance Companies  
F&M Trust  
Financial Brokerage, Inc.  
First Tower Corporation  
Fortune Platinum Circle  
Francis Custom Tours  
Fun Tours  
Generations Group  
Gordon Food Service  
Groomes Tours  
Gunther Tours  
H.C. Smith Family Meeting  
Haggai Institute  
Hampden Sydney College  
Hampton Jitney, Inc.  
Hensel Phelps Construction Company  
Historic Waco Foundation  
Holiday Tours  
Howard Hanna Real Estate  
Interlude Tours  
Ionosphere Tours  
Iroquois Pipeline Operating Company  
Jane's Journeys  
Kelly Tours  
Lakefront Lines  
Landmark Tour & Travel  
Lenzner Tour and Travel  
Lifestyle Tours  
Marino-Zemek Wedding  
MasterCorp, Inc.  
McQuay International  
Milton J. Wood Company  
Mountain Outing Tours  
Navy Federal Credit Union  
Orthopedic Surgeons Annual  
Parker Travel  
Patterson Dental Supply, Inc.  
Pentagon Federal Credit Union  
Peoria Charter Coach  
Perkiomen Tours  
Personalized Tours  
PJM Interconnection  
Prime Tours  
Primerus Law Firms

Pritchard-Chumley Wedding  
PSP Metrics  
R & S Tours  
Raleigh General Hospital  
Retiree Advisor Marketing Corporation  
Rose Marie's Tours  
Royal Coffee, Inc.  
Royal Order of Jesters  
Royal Tours  
Senior Community Tours  
Senior Tours, Inc.  
Shonk Land Company  
Shoreline Tours  
Southern Touch Tours  
Stone Energy Corporation  
Sunrise Tours  
TBI Tours  
The Habegger Corporation  
The Travel Authority  
Uncommon Journeys  
Volvo Penta  
Wade Tours  
Wavelink  
White Memorial Presbyterian  
White Star Tours  
Womble, Carlyle, Sandridge, Rice  
Ace American Insurance Company  
CSX Insurance Company  
Illinois Union Insurance Company  
Old Republic Risk Management, Inc.  
The Hanover Insurance Group  
ADP Time and Attendance  
Allegheny Lawn & Golf Products  
Amerada Hess Corporation  
Amerassist A/R Solutions, Inc  
American Express Publishing  
Anderson News Llc  
Andrews Food Equip. Llc  
Asae & The Center Member  
Associated Luxury Hotels Llc  
Assured Mgmt Co.  
AT&T  
Avaya Inc.  
Black Dog, Inc.  
Bohan Advertising/Marketing  
Brenntag Mid-South, Inc  
Burberry/Hickey Freeman  
Callaway Golf  
CBIZ  
Central Va News Agency  
Cintas Of Bedford  
Citigroup Inst Trust Co.

City Of White Sulphur Spr.  
CMC Supply Inc.  
Coastal Sunbelt Produce Co  
Crothall Laundry Services  
Curtco Robb Media, Llc  
Customer Service Marketing  
Delta Air Lines  
DHL Express  
Diamond Consulting Corp.  
Donnelley Receivables, Inc  
Dorothy Draper & Co.  
Ecolab  
Egypt Farms Inc.  
Engineering Chemistry Co.  
Environmental Pipe Service  
Exclusive Travel Exp. Inc.  
Experian  
F J Favorite Jr  
F. J. Favorite Consulting Svcs  
First Citizens Bank  
Frank Gates Service Co.  
Fusion Productions  
Gbr Copeland Hill Trust  
Gbr. County Landfill  
Geosyntec Consultants  
Global Marketing Services  
GMAC Global Relocation Serv  
Grainger  
Grandin Hood Publishers, Inc  
Greenbrier Clinic  
Greer'S Supply Co., Inc.  
Heath & Company Consultants  
Hereiu Health & Welfare  
Heritage Food Service  
Hewitt Associates LLC  
ICX Group  
IMC Group Of Companies, Ltd  
Jack A. Heilpern, Jr.  
Janpak/Paper Supply Bluefd  
Jefferds Corp.  
Land Rover Capital Group  
Landscape Supply, Inc.  
Leader'S Edge  
Lewisburg Office Equip.Inc  
Links Magazine  
LodgeNet Entertainment Corporation  
Logsdon Music, Llc  
Lou Hammond & Associates Inc  
Lynch Construction, Inc.  
Maintenance Worker'S Local  
Martin & Jones, Inc.  
Master Mechanical

Metropolitan Lifeinsurance  
Micros Systems, Inc.  
MM Meetings Destinations  
Mobile Travel Guide Inc  
Modern Luxury Media Llc  
Mountain State Land Co., Llc  
MPI  
National Trust Historical  
Nielsen Business Media  
Northstar Travel Media Llc  
Oliver Distributing Co.  
PCMA  
Penton Business Media  
Peter Thomas Roth Skincare  
Postmaster  
Preferred Hotel Group  
Revsources  
Reynolds Oil Co., Inc.  
Richmond Times Dispatch  
Saffron Jewelry  
Samuels & Son Seafood  
Scripps Southwest Florida Grp  
Smith Turf & Irrigation  
Southern Refrigeration Corp  
St. John Knits  
Starlite Promotions  
State Electric Supply Co.  
Sudden Link  
Swank Audio Visuals, Llc  
Sysco Food Services Of Va, Llc  
Talent Plus  
Tammy Lynn Outdoor Adv.  
Teddy J. Dressler Sr.  
The Dispatch Printing Co.  
The Enquirer Media  
The Golf Channel  
The Governance Institute  
The Greenbrier Sporting Club, Inc.  
The Innovation Group  
Tm Telcomm  
Trane Company  
Trinity Turf, Inc.  
Turfgrass Inc  
U. S. Cellular  
Union Disposal Service  
United Parcel Service  
Universal Companies  
Verizon  
Verizon Business  
Verizon Select Services Inc  
Washington Post  
Water Services, Inc.

Wetsel, Inc.  
Whitman Exterminating  
World Cinema, Inc.  
WTS International  
Wv Parkways Authority  
Xerox Corporation  
Xpedx - Roanoke  
Greenbrier County Sheriff  
WV Offices of the Insurance Commissioner  
WV State Tax Department  
Allegheny Power  
City Of White Sulphur Springs  
Hess Corporation  
Mountaineer Gas Company

Type

[illegible]



[illegible]



[illegible]

[illegible]

## Group Deposits

[illegible]



[illegible]

Significant Vendor  
Significant Vendor  
Significant Vendor  
Significant Vendor  
Significant Vendor  
Significant Vendor  
Significant Vendor  
Taxing Authorities  
Taxing Authorities  
Taxing Authorities  
Utilities  
Utilities  
Utilities  
Utilities